

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2014</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or ☒ a single-employer plan; ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information		
1a Name of plan <u>SHS 403B PLAN</u>	1b Three-digit plan number (PN) ▶	<u>002</u>	
	1c Effective date of plan <u>01/01/1996</u>		
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>SUSQUEHANNA HEALTH SYSTEM</u> <u>700 HIGH STREET</u> <u>WILLIAMSPORT, PA 17701</u>	2b Employer Identification Number (EIN) <u>23-2751183</u>	2c Plan Sponsor's telephone number <u>570-321-2451</u>	2d Business code (see instructions) <u>622000</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2015	ELIZABETH W. BRUBAKER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number) (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 3436
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits..... d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6a(1) 3039 6a(2) 3966 6b 52 6c 823 6d 4841 6e 9 6f 4850 6g 4403 6h 32
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2F 2G 2L 2M 2S 2T 3H b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

Part III**Form M-1 Compliance Information (to be completed by welfare benefit plans)**

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service <hr/> Department of Labor Employee Benefits Security Administration <hr/> Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110
		2014
		This Form is Open to Public Inspection

For calendar plan year 2014 or fiscal plan year beginning **01/01/2014** and ending **12/31/2014**

A Name of plan SHS 403B PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 SUSQUEHANNA HEALTH SYSTEM	D Employer Identification Number (EIN) 23-2751183	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier

TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
36-6071399	70688	TT069373	4403	01/01/2014	12/31/2014

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule A (Form 5500) 2014
v. 140124

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end.....	4	7346792
5 Current value of plan's interest under this contract in separate accounts at year end	5	17088978

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier.....	6b	
c Premiums due but unpaid at the end of the year.....	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☒ guaranteed investment (4) ☐ other ▶

b Balance at the end of the previous year.....	7b	1090
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c Additions: (1) Contributions deposited during the year.....	7c(1)	10431584	
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	47139	
(4) Transferred from separate account.....	7c(4)	91741	
(5) Other (specify below)	7c(5)		

(6) Total additions.....	7c(6)	10570464
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d Total of balance and additions (add lines 7b and 7c(6))	7d	10571554
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)		
(2) Administration charge made by carrier	7e(2)		
(3) Transferred to separate account.....	7e(3)	3224762	
(4) Other (specify below)	7e(4)		

(5) Total deductions.....	7e(5)	3224762
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	7346792
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
b ☐ Dental
c ☐ Vision
d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
f ☐ Long-term disability
g ☐ Supplemental unemployment
h ☐ Prescription drug
i ☐ Stop loss (large deductible)
j ☐ HMO contract
k ☐ PPO contract
l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2))		9b(3)	
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2014
		This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan SHS 403B PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 SUSQUEHANNA HEALTH SYSTEM	D Employer Identification Number (EIN) 23-2751183	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
TRANSAMERICA RETIREMENT SOLUTIONS
13-3689044

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

TRANSAMERICA RETIREMENT SOLUTIONS

13-3689044

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
12 15 28 37 38 50 54 59 61 62 63 64 65	RECORD KEEPER	68445	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

NATIONAL FINANCIAL SERVICES

04-3523567

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
33 71	SECURITIES BROKER	0	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

THE CENTURION GROUP

20-5468980

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
17 27 38	INVESTMENT ADVISOR	105939	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
TRANSAMERICA RETIREMENT SOLUTIONS	12 15 28 37 38 50 54 59 61 62 63 64 65	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN CENTURY PO BOX 419200 KANSAS CITY, MO 64141	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
TRANSAMERICA RETIREMENT SOLUTIONS	12 15 28 37 38 50 54 59 61 62 63 64 65	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN FUNDS 5300 ROBIN HOOD ROAD NORFOLK, VA 23513	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
TRANSAMERICA RETIREMENT SOLUTIONS	12 15 28 37 38 50 54 59 61 62 63 64 65	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COLUMBIA 245 SUMMER STREET FLOOR 3 BOSTON, MA 02210	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
TRANSAMERICA RETIREMENT SOLUTIONS	12 15 28 37 38 50 54 59 61 62 63 64 65	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
INVESCO 11 GREENWAY PLAZA SUITE 100 HOUSTON, TX 66201	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
TRANSAMERICA RETIREMENT SOLUTIONS	12 15 28 37 38 50 54 59 61 62 63 64 65	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
JP MORGAN 30 DAN ROAD CANTON, MA 10017	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
TRANSAMERICA RETIREMENT SOLUTIONS	12 15 28 37 38 50 54 59 61 62 63 64 65	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIMCO 1345 AVENUE OF THE AMERICAS NEW YORK, NY 02021	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
TRANSAMERICA RETIREMENT SOLUTIONS	12 15 28 37 38 50 54 59 61 62 63 64 65	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PRUDENTIAL 751 BROAD STREET NEWARK, NJ 02021	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
TRANSAMERICA RETIREMENT SOLUTIONS	12 15 28 37 38 50 54 59 61 62 63 64 65	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
T ROWE PRICE 100 EAST PRATT STREET BALTIMORE, MD 07102	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33 71	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMERICAN CENTURY PO BOX 419200 KANSAS CITY, MO 64141	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33 71	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMERICAN FUNDS 5300 ROBIN HOOD ROAD NORFOLK, VA 23513	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33 71	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
COLUMBIA 245 SUMMER STREET FLOOR 3 BOSTON, MA 02210	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33 71	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
INVESCO 11 GREENWAY PLAZA SUITE 100 HOUSTON, TX 66201	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33 71	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JP MORGAN	30 DAN ROAD CANTON, MA 10017	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33 71	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO	1345 AVENUE OF THE AMERICAS NEW YORK, NY 02021	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33 71	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRUDENTIAL	751 BROAD STREET NEWARK, NJ 02021	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
NATIONAL FINANCIAL SERVICES	33 71	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
T ROWE PRICE 100 EAST PRATT STREET BALTIMORE, MD 07102	REVENUE SHARING SEE ATTACHMENT TO LINE 2(H)	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2014 This Form is Open to Public Inspection
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>		
A Name of plan <u>SHS 403B PLAN</u>		B Three-digit plan number (PN) ► <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SUSQUEHANNA HEALTH SYSTEM</u>		D Employer Identification Number (EIN) <u>23-2751183</u>

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	99816	165707
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)		2963109
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	5520	9041
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)	647482	1089435
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	14593820	17088978
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	91677475	138989198
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	1090	7346792
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	107025203	167652260

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	107025203	167652260
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	10169926	
(B) Participants	2a(1)(B)	12353761	
(C) Others (including rollovers)	2a(1)(C)	1287087	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		23810774

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	18622	
(F) Other	2b(1)(F)	247765	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		266387

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	2443384	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		2443384

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		6719495
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		33240040

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	12997694	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		12997694
f Corrective distributions (see instructions).....	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		128928
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)	2457	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)	105939	
(4) Other.....	2i(4)	68446	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		176842
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		13303464

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		19936576
l Transfers of assets:			
(1) To this plan.....	2l(1)		40690481
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **BKD, LLP**

(2) EIN: **44-0160260**

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c			
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
4d			
e Was this plan covered by a fidelity bond?	X		500000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
4g			
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	X		
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?.....		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	
4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

<div>SCHEDULE R (Form 5500) <div>Department of the Treasury Internal Revenue Service</div><div>Department of Labor Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div>		<div>Retirement Plan Information</div> <div>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2014</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014					
A Name of plan SHS 403B PLAN				B Three-digit plan number (PN) ▶ 002	
C Plan sponsor's name as shown on line 2a of Form 5500 SUSQUEHANNA HEALTH SYSTEM				D Employer Identification Number (EIN) 23-2751183	
Part I Distributions					
All references to distributions relate only to payments of benefits during the plan year.					
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....				1 0	
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 13-3689044					
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.					
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....				3 464	
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)					
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☐ N/A					
If the plan is a defined benefit plan, go to line 8.					
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.					
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....				6a	
b Enter the amount contributed by the employer to the plan for this plan year.....				6b	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)				6c	
If you completed line 6c, skip lines 8 and 9.					
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?..... ☐ Yes ☐ No ☐ N/A					
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☐ N/A					
Part III Amendments					
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No					
Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.					
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ☐ Yes ☐ No					
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No					
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No					
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?..... ☐ Yes ☐ No					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.				Schedule R (Form 5500) 2014 v. 140124	

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

SHS 403(b) Plan

EIN 23-2751183 PN 002

Independent Auditor's Report and Financial Statements

December 31, 2014 and 2013

SHS 403(b) Plan
December 31, 2014 and 2013

Contents

Independent Auditor's Report.....	1
--	----------

Financial Statements

Statements of Net Assets Available for Benefits.....	3
Statements of Changes in Net Assets Available for Benefits.....	4
Notes to Financial Statements	5

Supplemental Schedules

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)	19
Schedule H, Line 4j – Schedule of Reportable Transactions	20

Independent Auditor's Report

Administrative Retirement Committee
SHS 403(b) Plan
Williamsport, Pennsylvania

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of SHS 403(b) Plan, which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting our audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974*, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in *Note 3*, which was certified by State Street Bank and Trust Company and Transamerica Financial Life Insurance Company, Inc., the trustee and custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee and custodian hold the Plan's investment assets and notes receivable from participants and execute transactions related to these assets. The plan administrator has obtained certifications from the trustee and custodian as of and for the years ended December 31, 2014 and 2013, that the information provided to the plan administrator by the trustee and custodian is complete and accurate to the best of their knowledge and belief.

As described in *Note 11*, the Plan has excluded from investments in the accompanying statements of net assets available for benefits certain annuity and custodial accounts issued to current and former employees prior to January 1, 2009, as permitted by the Department of Labor's Field Assistant Bulletin No. 2009-02, *Annual Reporting Requirements for 403(b) Plans*. If the identified contracts, as reported by the custodians, were included, net assets available for benefits would increase by \$6,248,578 and \$6,670,149 as of December 31, 2014 and 2013, respectively. Further, investment income of \$289,202 and \$651,781 and benefit payments and administrative expenses of \$722,647 and \$334,526 related to such accounts, as identified by the custodians, have also been excluded from the accompanying statements of changes in net assets available for benefits for the years ended December 31, 2014 and 2013, respectively. Accounting principles generally accepted in the United States of America require that these custodial accounts and the related income and distributions be included in the accompanying 2014 and 2013 financial statements.

Disclaimer of Opinion

Because of the significance of the matters described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedules listed in the table of contents are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974* and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matters described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

Report of Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the custodians, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974*.

BKD, LLP

Springfield, Missouri
October 14, 2015

Federal Employer Identification Number: 44-0160260

SHS 403(b) Plan
Statements of Net Assets Available for Benefits
December 31, 2014 and 2013

Assets

	2014	2013
Investments, At Fair Value	<u>\$ 163,715,480</u>	<u>\$ 106,374,542</u>
Receivables		
Employer contributions	2,963,109	-
Notes receivable from participants	1,465,412	1,008,303
Participant loan interest receivable	<u>9,041</u>	<u>5,520</u>
	<u>4,437,562</u>	<u>1,013,823</u>
Nonallocated Cash	<u>165,707</u>	<u>99,816</u>
Net Assets Available for Benefits, At Fair Value	168,318,749	107,488,181
Adjustment from fair value to contract value for interest in pooled separate account relating to fully benefit-responsive investment contracts	<u>(290,512)</u>	<u>(102,157)</u>
Net Assets Available for Benefits	<u><u>\$ 168,028,237</u></u>	<u><u>\$ 107,386,024</u></u>

SHS 403(b) Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Investment Income		
Net appreciation in fair value of investments	\$ 6,719,495	\$ 15,046,061
Interest and dividends	<u>2,691,149</u>	<u>1,437,478</u>
Net investment income	<u>9,410,644</u>	<u>16,483,539</u>
Contributions		
Participants	12,353,761	8,763,978
Employer	10,169,926	-
Rollovers	<u>1,287,087</u>	<u>1,539,892</u>
	<u>23,810,774</u>	<u>10,303,870</u>
Interest Income on Notes Receivable from Participants	<u>18,622</u>	<u>13,465</u>
Total additions	<u>33,240,040</u>	<u>26,800,874</u>
Deductions		
Benefits paid directly to participants	13,111,466	9,236,104
Administrative expenses	<u>176,842</u>	<u>136,904</u>
Total deductions	<u>13,288,308</u>	<u>9,373,008</u>
Net Increase Before Transfers	19,951,732	17,427,866
Transfers From Other Plans	<u>40,690,481</u>	<u>-</u>
Net Increase	60,642,213	17,427,866
Net Assets Available for Benefits, Beginning of Year	<u>107,386,024</u>	<u>89,958,158</u>
Net Assets Available for Benefits, End of Year	<u><u>\$ 168,028,237</u></u>	<u><u>\$ 107,386,024</u></u>

SHS 403(b) Plan

Notes to Financial Statements

December 31, 2014 and 2013

Note 1: Description of the Plan

The following description of SHS 403(b) Plan (Plan) provides only general information. Participants should refer to the plan document and *Summary Plan Description* for a more complete description of the Plan's provisions, which are available from the plan administrator.

General

The Plan is a defined contribution plan sponsored by Susquehanna Health System (System) for the benefit of its employees. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). State Street Bank and Trust Company serves as trustee of the Plan and Transamerica Retirement Solutions Corporation (Transamerica) serves as the record keeper.

Contributions

The Plan permits eligible employees through a salary deferral election to have the System make annual contributions of up to 100% of eligible compensation. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Employee rollover contributions are also permitted. Contributions are subject to certain limitations.

Effective January 1, 2014, the Plan was amended and the System will make a discretionary contribution of no less than 3% of each participant's compensation for the plan year, provided the participant has worked at least 1,000 hours and was employed on the last day of the plan year. For 2014, the System made a discretionary contribution of 3% of participant's compensation. Moreover, if a participant was employed as of June 22, 1994, and attained at least age 30 as of January 1, 1996, an additional contribution is made to the Plan. This additional contribution is calculated using a percentage of the participant's compensation based upon a sliding scale determined by the age of the participant as of January 1, 1996.

In addition, the System makes matching contributions provided that a participant of the Plan enters into a salary reduction agreement. The System will make matching contributions of 100% of the participant's deferrals up to the lesser of \$2,000 or 3% of the participant's compensation, for participants who have worked at least 1,000 hours and were employed on the last day of the plan year. Contributions are subject to certain limitations. There were no System contributions in 2013.

	2014
Employer Contributions	
Matching contributions	\$ 4,017,470
Retirement income contributions	5,830,344
Additional retirement income contributions	424,212
Less: forfeitures applied	(102,100)
Total	<u><u>\$ 10,169,926</u></u>

SHS 403(b) Plan

Notes to Financial Statements

December 31, 2014 and 2013

Participant Investment Account Options

Investment account options available include various funds. Each participant has the option of directing his contributions into any of the separate investment accounts and may change the allocation daily.

The plan document also includes an automatic deferral feature whereby a participant is treated as electing to defer 3% of eligible compensation unless the participant made an affirmative election otherwise. If an employee was hired before April 15, 2010, however, they were enrolled automatically only if they were hired to work a 0.5 full-time equivalent (FTE) schedule or more.

The Plan also was amended as of January 1, 2014, to implement an auto-escalation of employee deferrals by 1% per year up to a maximum of 10% of compensation, while allowing participants to opt out. This increase will occur on the first pay period beginning in January of each plan year.

Participant Accounts

Each participant's account is credited with the participant's contribution and plan earnings, and is charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefits to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their voluntary contributions plus earnings thereon. Vesting in the System's contribution portion of their accounts plus earnings thereon is based on years of credited service. A participant is fully vested after three years of credited service. The nonvested balance is forfeited upon termination of service. Forfeitures are used to reduce System contributions.

Payment of Benefits

Upon termination of service, participants with account balances that do not exceed \$1,000 will receive a lump-sum distribution. Participants with account balances exceeding \$1,000 but less than \$5,000 will have their balance directly rolled over to an individual retirement account as designated by the plan administrator, unless the participant elects a direct distribution or other eligible direct rollover. Participants with account balances exceeding \$5,000 may elect to receive either a lump-sum amount equal to the value of his account or periodic installments, not to exceed the life expectancy of the participant or the participant's beneficiary.

A participant may elect a hardship distribution under certain circumstances as defined by the Plan.

SHS 403(b) Plan

Notes to Financial Statements

December 31, 2014 and 2013

Forfeited Accounts

At December 31, 2014 and 2013, forfeited nonvested accounts totaled \$102,101 and \$0, respectively. This account will be used to reduce future employer contributions. For 2014 and 2013, employer contributions were reduced by \$102,101 and \$0, respectively, from forfeited nonvested accounts.

Notes Receivable from Participants

The plan document includes provisions authorizing loans from the Plan to active eligible participants. The minimum amount of a loan shall be \$1,000. The maximum amount of a participant's loans is determined by the available loan balance restricted to the lesser of \$50,000 or 50% of the participant's vested account balance. The loans are secured by the balance in the participant's account. The loans bear interest at 1% over the prime rate as published in the *Wall Street Journal* and are payable over a term not to exceed five years unless the loan is for the purchase of a primary residence, in which case, it is payable over a term not to exceed 20 years. Loan payments are due quarterly by money order, certified check or bank check.

Plan Termination

Although it has not expressed an intention to do so, the System has the right under the Plan to terminate the Plan, subject to the provisions of ERISA.

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts, because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contract and the guaranteed pooled fund, as well as the adjustment of the fully benefit-responsive pooled fund from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

SHS 403(b) Plan

Notes to Financial Statements

December 31, 2014 and 2013

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Valuation of Investments and Income Recognition

Quoted market prices, if available, are used to value investments. Mutual funds are valued at the net asset value (NAV) of shares held by the Plan at year end.

The Plan's interest in the guaranteed pooled fund is valued based on information reported by the insurance company using the audited financial statements of the guaranteed pooled fund at year end.

The fair value of the guaranteed investment contract is calculated by the sum of the deposits made plus interest, less any withdrawals.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are reported at amortized principal balance plus accrued but unpaid interest. Loans are considered in default and treated as a deemed taxable distribution if the borrower does not make a loan payment by the end of the calendar quarter following the quarter in which such payment was due. A participant who terminates employment with the System is still permitted to continue making loan payments, however, no distribution shall be made to a participant or their beneficiary unless and until all unpaid loans, including accrued interest thereon, have been paid.

Plan Tax Status

The Plan has not obtained or requested a determination letter as the Internal Revenue Service does not currently provide that service for 403(b) plans. The plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and therefore not subject to tax.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

SHS 403(b) Plan

Notes to Financial Statements

December 31, 2014 and 2013

Administrative Expenses

Administrative expenses may be paid by the System or the Plan, at the System's discretion.

The Plan has a nonallocated expense budget account held in a noninterest-bearing cash account. The purpose of this account is to pay necessary and reasonable plan related expenses in accordance with the Department of Labor's guidance. The System is responsible for determining what expenses the third-party administrator will reimburse from the account. All funds utilized from this account are treated as administrative expenses on the statement of changes in net assets available for benefits. Additions to the expense budget account were \$181,108 and \$158,956 for 2014 and 2013, respectively. Expense budget account funds utilized amounted to \$115,217 and \$106,135 during 2014 and 2013, respectively. The account's balance at December 31, 2014 and 2013, was \$165,707 and \$99,816, respectively.

Reclassifications

Certain reclassifications have been made to the 2013 financial statement to conform to the 2014 financial statement presentation. These reclassifications had no effect on changes in net assets available for benefits.

Note 3: Certification of Plan Custodian

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, State Street Bank and Trust Company, as agent for Transamerica Retirement Solutions Corporation, the custodian of the Plan and Transamerica Financial Life Insurance Company, the custodian for the general asset account, have certified the following information included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments and notes receivable from participants as shown in the statements of net assets available for benefits and related disclosures as of December 31, 2014 and 2013.
- Investment income and interest income from notes receivable from participants as shown in the statements of changes in net assets available for benefits for the years ended December 31, 2014 and 2013.
- Investment information and notes receivable from participants included in the accompanying schedule of assets (held at year end) as of December 31, 2014.

The Plan's independent auditors did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

SHS 403(b) Plan
Notes to Financial Statements
December 31, 2014 and 2013

Note 4: Investments

Except for its guaranteed pooled fund and investment contract with an insurance company, the Plan's investments are held by a bank-administered trust fund. The Plan's investments (including investments bought, sold and held during the year) appreciated in fair value as follows:

2014		
	Net Appreciation in Fair Value During Year	Fair Value at End of Year
Mutual funds	\$ 6,719,495	\$ 138,989,198
Guaranteed pooled fund	-	17,379,490
Guaranteed investment contracts*	-	7,346,792
	<u>\$ 6,719,495</u>	<u>\$ 163,715,480</u>
2013		
	Net Appreciation in Fair Value During Year	Fair Value at End of Year
Mutual funds	\$ 15,046,061	\$ 91,677,475
Guaranteed pooled fund	-	14,695,977
Guaranteed investment contracts*	-	1,090
	<u>\$ 15,046,061</u>	<u>\$ 106,374,542</u>

*Nonparticipant directed

SHS 403(b) Plan
Notes to Financial Statements
December 31, 2014 and 2013

The fair value of individual investments that represented 5% or more of the Plan's net assets available for benefits were as follows:

	2014		2013
American Century Growth Inv	\$ - *	\$	10,046,412
American Funds EuroPacific Growth A	16,189,576		11,350,254
American Funds AMCAP R5	19,635,064		- *
Columbia Contrarian Core Z	10,545,811		6,843,518
Invesco Van Kampen Growth & Income A	20,920,064		14,041,725
PIMCO Total Return Admin	23,239,793		15,968,524
Prudential Jennison Mid Cap Growth A	7,810,066 *		6,041,793
T. Rowe Price Mid Cap Value	9,252,961		8,161,058
Guaranteed Pooled Fund	17,379,490		14,695,977

*Investment was less than 5% at the respective year end

Interest and dividends realized on the Plan's investments for the years ended 2014 and 2013 were \$2,691,149 and \$1,437,478, respectively.

Information on the fully benefit-responsive contract relating to the guaranteed pooled fund portion carried at fair value is as follows:

	2014	2013
Average yields		
Based on actual earnings	1.79%	1.87%
Based on interest rate credited to participants	0.98%	1.14%
Crediting interest rate at December 31	1.12%	1.24%
Fair value	\$ 17,379,490	\$ 14,695,977
Contract value	\$ 17,088,978	\$ 14,593,820

SHS 403(b) Plan
Notes to Financial Statements
December 31, 2014 and 2013

Note 5: Net Asset by Participant and Nonparticipant-Directed Investments

Information about the net assets and the significant components of the changes in net assets relating to the participant and nonparticipant-directed investments is as follows:

	2014		
	Nonparticipant-Directed Employer Profit-Sharing Fund	Participant-Directed Funds	Total
Additions			
Investment income			
Net appreciation in fair value of investments	\$ 181,108	\$ 6,538,387	\$ 6,719,495
Interest and dividends	47,139	2,644,010	2,691,149
Net investment income	<u>228,247</u>	<u>9,182,397</u>	<u>9,410,644</u>
Contributions			
Participants	-	12,353,761	12,353,761
Employer	10,169,926	-	10,169,926
Rollover	-	1,287,087	1,287,087
Total contributions	<u>10,169,926</u>	<u>13,640,848</u>	<u>23,810,774</u>
Interest income from notes receivable from participants			
	-	18,622	18,622
Total additions	<u>10,398,173</u>	<u>22,841,867</u>	<u>33,240,040</u>
Deductions			
Benefits paid to participants	-	13,111,466	13,111,466
Administrative expenses	115,217	61,625	176,842
Total deductions	<u>115,217</u>	<u>13,173,091</u>	<u>13,288,308</u>
Net increase before transfers	10,282,956	9,668,776	19,951,732
Transfers from other plans	72,671	40,617,810	40,690,481
Net transfers from nonparticipant directed to participant directed	<u>(2,944,034)</u>	<u>2,944,034</u>	<u>-</u>
Net increase	7,411,593	53,230,620	60,642,213
Net assets available for benefits, beginning of year	<u>100,906</u>	<u>107,285,118</u>	<u>107,386,024</u>
Net assets available for benefits, end of year	<u>\$ 7,512,499</u>	<u>\$ 160,515,738</u>	<u>\$ 168,028,237</u>

SHS 403(b) Plan
Notes to Financial Statements
December 31, 2014 and 2013

		2013	
	Nonparticipant- Directed Employer Profit- Sharing Fund	Participant- Directed Funds	Total
Additions			
Investment income			
Net appreciation			
in fair value of investments	\$ 158,956	\$ 14,887,105	\$ 15,046,061
Interest and dividends	10	1,437,468	1,437,478
	<u>158,966</u>	<u>16,324,573</u>	<u>16,483,539</u>
Net investment income			
	<u>158,966</u>	<u>16,324,573</u>	<u>16,483,539</u>
Contributions			
Participants	-	8,763,978	8,763,978
Employer	-	-	-
Rollover	-	1,539,892	1,539,892
Total contributions	<u>-</u>	<u>10,303,870</u>	<u>10,303,870</u>
Interest income from notes receivable			
from participants	-	13,465	13,465
	<u>-</u>	<u>13,465</u>	<u>13,465</u>
Total additions	<u>158,966</u>	<u>26,641,908</u>	<u>26,800,874</u>
Deductions			
Benefits paid to participants	-	9,236,104	9,236,104
Administrative expenses	106,135	30,769	136,904
	<u>106,135</u>	<u>9,266,873</u>	<u>9,373,008</u>
Total deductions	<u>106,135</u>	<u>9,266,873</u>	<u>9,373,008</u>
Net increase before transfers	52,831	17,375,035	17,427,866
Transfer from nonparticipant directed to			
participant directed	184	(184)	-
	<u>184</u>	<u>(184)</u>	<u>-</u>
Net increase	53,015	17,374,851	17,427,866
Net assets available for benefits,			
beginning of year	47,891	89,910,267	89,958,158
	<u>47,891</u>	<u>89,910,267</u>	<u>89,958,158</u>
Net assets available for benefits,			
end of year	\$ 100,906	\$ 107,285,118	\$ 107,386,024
	<u>\$ 100,906</u>	<u>\$ 107,285,118</u>	<u>\$ 107,386,024</u>

SHS 403(b) Plan

Notes to Financial Statements

December 31, 2014 and 2013

Note 6: Party-in-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50 percent or more of such an employer or employee association, or relatives of such persons.

State Street Bank and Trust Company holds certain plan assets. Transamerica is the record keeper and affiliated with the issuer of the annuity contract. The System provides certain administrative services at no cost to the Plan.

Note 7: Plan Merger

Effective January 1, 2014, the Plan was amended and restated to merge the Laurel Health System Tax Deferred Annuity 403(b) Plan into the Plan, transferring \$40,690,481 in assets. The conversion initiated a “Black Out” period beginning December 27, 2013, and continued through January 16, 2014, with the majority of the funds being transferred into the Plan on January 2, 2014. During this period, funds could not be applied to the employee-selected funds with the Trustee or withdrawn from the Plan until the Trustee had time to accurately complete the conversion. At the end of the Black Out period, these funds were invested in funds as requested by each participant.

Note 8: Disclosures About Fair Value of Plan Assets

Fair value is the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

- Level 1** Quoted prices in active markets for identical assets.
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets.
- Level 3** Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets.

SHS 403(b) Plan
Notes to Financial Statements
December 31, 2014 and 2013

Recurring Measurements

The following tables present the fair value measurements of assets recognized in the accompanying statements of net assets available for benefits measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2014 and 2013:

2014				
Fair Value Measurements Using				
Fair Value	Level 1	Level 2	Level 3	
Mutual funds				
Fixed income funds	\$ 30,284,004	\$ 30,284,004	\$ -	\$ -
International funds	23,311,202	23,311,202	-	-
Money market fund	2,098,277	2,098,277	-	-
Large-cap stock funds	54,653,373	54,653,373	-	-
Small/mid-cap stock funds	25,968,052	25,968,052	-	-
Other funds	2,674,290	2,674,290	-	-
Guaranteed pooled fund	17,379,490	-	17,379,490	-
Guaranteed investment contracts	7,346,792	-	7,346,792	-
	<u>\$ 163,715,480</u>	<u>\$ 138,989,198</u>	<u>\$ 24,726,282</u>	<u>\$ -</u>

2013				
Fair Value Measurements Using				
Fair Value	Level 1	Level 2	Level 3	
Mutual funds				
Fixed income funds	\$ 17,016,661	\$ 17,016,661	\$ -	\$ -
International funds	16,090,475	16,090,475	-	-
Money market fund	2,380,479	2,380,479	-	-
Large-cap stock funds	32,409,839	32,409,839	-	-
Small/mid-cap stock funds	20,076,862	20,076,862	-	-
Other funds	3,703,159	3,703,159	-	-
Guaranteed pooled fund	14,695,977	-	14,695,977	-
Guaranteed investment contracts	1,090	-	1,090	-
	<u>\$ 106,374,542</u>	<u>\$ 91,677,475</u>	<u>\$ 14,697,067</u>	<u>\$ -</u>

SHS 403(b) Plan

Notes to Financial Statements

December 31, 2014 and 2013

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying statements of net assets available for benefits, as well as the general classification of such assets pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the year ended December 31, 2014. The Plan had no liabilities measured at fair value on a nonrecurring basis. In addition, the Plan had no assets measured at fair value on a nonrecurring basis.

Investments

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. Level 1 securities include mutual funds. Mutual funds are valued at the net asset value (NAV) of shares held by the Plan at year end. If quoted market prices are not available, then fair values are estimated by using quoted prices of securities with similar characteristics or independent asset pricing services and pricing models, the inputs of which are market-based or independently sourced market parameters, including, but not limited to, yield curves, interest rates, volatilities, prepayments, defaults, cumulative loss projections and cash flows. Such securities are classified in Level 2 of the valuation hierarchy. Level 2 securities include the guaranteed pooled fund and guaranteed investment contracts. The Plan's investment in the guaranteed pooled fund is valued based on information reported by the insurance company using the audited financial statements of the guaranteed pooled fund at year end. The Plan's interest in the guaranteed investment contract is the sum of the deposits made plus interest, less any withdrawals. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy.

Note 9: Investment Contract with Insurance Company

The Plan entered into an investment contract with Transamerica Financial Life Insurance Company (TFLIC), in which employer contributions to the Plan and forfeitures from participant accounts are credited to an unallocated fund established under a group annuity contract. Funds deposited into this account will earn interest from the date they are deposited until the date they are allocated to the participants' accounts at a rate predetermined by TFLIC.

As described in *Note 2*, because the guaranteed investment contract is fully benefit responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value, as reported to the Plan by TFLIC, represents contributions made under the contract, plus earnings, less withdrawals and administrative expenses.

There are no reserves against the contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer. Such interest rates are reviewed on an annual basis for resetting.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) contributions do not comply with the requirements of Section 401(a) or 403(a) of the Code; (2) contributions required by the contract have not been received by TFLIC;

SHS 403(b) Plan
Notes to Financial Statements
December 31, 2014 and 2013

(3) plan assets are no longer with TFLIC; (4) Diversified Investment Advisors, Inc. will no longer be providing record keeping and administrative services to the Plan; (5) TFLIC determines that it can no longer continue to provide benefits under the contract due to changes to the Plan and (6) a violation of any provision of the contract. The plan administrator does not believe the occurrence of any such value event, which would limit the Plan's ability to transact at contract value, is probable.

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

	2014	2013
Average yields	3.11%	1.00%

Note 10: Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2014 and 2013, to Form 5500:

	2014	2013
Net assets available for benefits per the financial statements	\$ 168,028,237	\$ 107,386,024
Less notes receivable from participants deemed distributed	<u>(375,977)</u>	<u>(360,821)</u>
Net assets available for benefits per Form 5500	<u><u>\$ 167,652,260</u></u>	<u><u>\$ 107,025,203</u></u>

The following is a reconciliation of benefits paid to participants per the financial statements for the years ended December 31, 2014 and 2013, to Form 5500:

	2014	2013
Benefits paid to participants per the financial statements	\$ 13,111,466	\$ 9,236,104
Add notes receivable from participants deemed distributed	<u>15,156</u>	<u>46,125</u>
Benefits paid to participants per Form 5500	<u><u>\$ 13,126,622</u></u>	<u><u>\$ 9,282,229</u></u>

SHS 403(b) Plan
Notes to Financial Statements
December 31, 2014 and 2013

Note 11: Custodial Accounts Excluded from Financial Statements

As permitted by the Department of Labor's Field Assistant Bulletin No. 2009-02, *Annual Reporting Requirements for 403(b) Plans* (FAB 2009-02), the plan administrator has elected to exclude certain contracts and custodial accounts from the Plan's financial statements. These contracts and custodial accounts were limited to employee contributions held under a voluntary 403(b) plan arrangement prior to January 1, 2009. The excluded contracts and custodial accounts consisted of the following as of December 31, 2014 and 2013, and for the years then ended:

	2014	2013
Investments, at fair value	\$ 6,248,578	\$ 6,670,149
Notes receivable from participants	76,097	85,389
Investment income	289,202	651,781
Benefit payments and administrative expenses	722,647	334,526

The plan administrator has concluded that the contracts and custodial accounts have met the criteria required under FAB 2009-02 and as such, have been excluded for the Plan's financial statements.

Note 12: Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the participants' account balances and the amounts reported in the statements of net assets available for benefits.

Note 13: Subsequent Events

Subsequent events have been evaluated through the date of the Independent Auditor's Report, which is the date the financial statements were available to be issued.

Supplemental Schedules

SHS 403(b) Plan

EIN 23-2751183 PN 002

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2014

Identity of Issuer	Description of Investment	Current Value
American Century	American Century Ginnie Mae I	\$ 7,044,211
American Funds	American Funds AMCAP R5	19,635,064
American Funds	American Funds EuroPacific Growth A	16,189,576
American Funds	American Funds New Perspective A	6,361,714
Columbia	Columbia Balanced Z	2,674,290
Columbia	Columbia Contrarian Core Z	10,545,811
Fidelity	Fidelity Spartan 500 Index Adv	3,552,434
Invesco	Invesco Van Kampen Growth & Income A	20,920,064
JPMorgan	JPMorgan Small Cap Value Select	3,803,960
PIMCO	PIMCO Total Return Admin	23,239,793
Prudential	Prudential Jennison Mid Cap Growth A	7,810,066
T. Rowe Price	T. Rowe Price Mid Cap Value	9,252,961
T. Rowe Price	T. Rowe Price New Horizons	5,101,065
*Transamerica Partners Funds Group	Transamerica Partners Institutional Money Market	2,098,277
Vanguard	Vanguard International Value	759,912
*Transamerica Financial Life Ins. Co.	Guaranteed Pooled Fund	17,088,978
*Transamerica Financial Life Ins. Co.	Insurance Company/General Account	7,346,792
*Plan participants	Notes receivable with interest rates of 4.25% to 7.18%	1,089,435
		<u>\$ 164,514,403</u>

* Party-in-interest as defined by ERISA

SHS 403(b) Plan
EIN 23-2751183 PN 002
Schedule H, Line 4j – Schedule of Reportable Transactions
Year Ended December 31, 2014

Identity of Party Involved	Description	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
Category (iii) - Series of Transactions in Excess of 5% of Plan Assets						
Transamerica Financial Life Ins. Co.	Insurance Company/ General Account	\$ 10,523,326	\$ -	\$ 10,523,326	\$ 10,523,326	\$ -

SHS 403(b) Plan
EIN 23-2751183 PN 002
Schedule H, Line 4j – Schedule of Reportable Transactions
Year Ended December 31, 2014

Identity of Party Involved	Description	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
Category (iii) - Series of Transactions in Excess of 5% of Plan Assets						
Transamerica Financial Life Ins. Co.	Insurance Company/ General Account	\$ 10,523,326	\$ -	\$ 10,523,326	\$ 10,523,326	\$ -

Schedule C, Line 2(h) Formula Descriptions

SHS 403(b) Plan
EIN No.: 23-2751183, Plan No. 002
Plan Year Ending: 12/31/2014

Indirect Compensation in the form of revenue sharing was paid to the following Service Providers:

TRANSAMERICA RETIREMENT SOLUTIONS	13-3689044
NATIONAL FINANCIAL SERVICES	04-3523567

Revenue amounts are shown in annualized basis points of plan assets invested in applicable fund

Fund Family	Fund Name	Start Date	End Date	Revenue to Transamerica Retirement Solutions	Revenue to National Financial Services
AMERICAN CENTURY	AMERICAN CENTURY GINNIE MAE	1/1/2014	12/31/2014	4.878	0.122
AMERICAN CENTURY	AMERICAN CENTURY GROWTH INV	1/1/2014	4/2/2014	34.146	0.854
AMERICAN FUNDS	AMERICAN FUNDS - EUROPACIFIC	1/1/2014	12/31/2014	29.268	0.732
AMERICAN FUNDS	AMERICAN FUNDS AMCAP R5	4/2/2014	12/31/2014	4.878	0.122
AMERICAN FUNDS	AMERICAN NEW PERSPECTIVES	1/1/2014	12/31/2014	29.268	0.732
COLUMBIA	COLUMBIA BALANCED FUND Z	1/1/2014	12/31/2014	39.024	0.976
COLUMBIA	COLUMBIA CONTRARIAN CORE Z	1/1/2014	12/31/2014	39.024	0.976
INVESCO	INVESCO GROWTH & INCOME A	1/1/2014	12/31/2014	48.780	1.220
JP MORGAN	JP MORGAN SMALL CP VAL SELECT	1/1/2014	12/31/2014	24.390	0.610
PIMCO	PIMCO TOTAL RETURN,ADMIN CLASS	1/1/2014	12/31/2014	27.317	0.683
PRUDENTIAL	PRUDENTIAL JENNISON MIDCAP GR	1/1/2014	12/31/2014	48.780	1.220
T ROWE PRICE	T. ROWE PRICE MID CAP VALUE	1/1/2014	12/31/2014	14.634	0.366
T ROWE PRICE	T. ROWE PRICE NEW HORIZONS	1/1/2014	12/31/2014	14.634	0.366

SHS 403(b) Plan
EIN No.: 23-2751183, Plan No. 002
Schedule H, Line 4i - Schedule of Assets
Plan Year Ending: 12/31/2014

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Par or Maturity Value	(e) CURRENT VALUE
*	State Street Bank & Trust Co.	Cash Reserve Account	\$ 165,707
	Transamerica Financial Life Ins. Co.	Insurance Company/General Account	\$ 7,346,792
	American Century	American Century Ginnie Mae I	\$ 7,044,211
	American Funds	American Funds AMCAP R5	\$ 19,635,064
	American Funds	American Funds EuroPacific Growth A	\$ 16,189,576
	American Funds	American Funds New Perspective A	\$ 6,361,714
	Columbia	Columbia Balanced Z	\$ 2,674,290
	Columbia	Columbia Contrarian Core Z	\$ 10,545,811
	Fidelity	Fidelity Spartan 500 Index Adv	\$ 3,552,434
	Invesco	Invesco Growth & Income A	\$ 20,920,065
	JPMorgan	JPMorgan Small Cap Value Select	\$ 3,803,960
	PIMCO	PIMCO Total Return Admin	\$ 23,239,793
	Prudential	Prudential Jennison Mid Cap Growth A	\$ 7,810,066
	T. Rowe Price	T. Rowe Price Mid Cap Value	\$ 9,252,961
	T. Rowe Price	T. Rowe Price New Horizons	\$ 5,101,066
	Transamerica Partners Funds Group	Transamerica Partners Instl Money Market	\$ 2,098,277
	Vanguard	Vanguard International Value	\$ 759,912
		Mutual Funds Total	\$ 138,989,198
	Transamerica Financial Life Ins. Co.	Guaranteed Pooled Fund (Unbundled)	\$ 17,088,978
		Separate Account Total	\$ 17,088,978
*	Participants	Notes Receivable with interest rates of 4.25% to 7.18%	\$ 1,089,435
		TOTAL PLAN ASSETS	\$ 164,680,110

* Indicates Party-In-Interest to the Plan